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HILLAIR CAPITAL MANAGEMENT, LLC  
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10 **UNITED STATES BANKRUPTCY COURT**  
11 **CENTRAL DISTRICT OF CALIFORNIA**  
12 **LOS ANGELES DIVISION**

13 In re  
14 SCOOBEEZ, et al.<sup>1</sup>  
15 Debtors and Debtors in Possession.

CASE NO. 2:19-bk-14989-WB  
Jointly Administered:  
2:19-bk-14991-WB; 2:19-bk-14997-WB

Chapter 11

16 Affects:

- 17 ☒ All Debtors  
18 ☐ Scoobeez, ONLY  
19 ☐ Scoobeez Global, Inc., ONLY  
20 ☐ Scoobur, LLC, ONLY

**DECLARATION OF JENNIFER NASSIRI  
IN SUPPORT OF HILLAIR CAPITAL  
MANAGEMENT'S SUPPLEMENTAL  
OPPOSITION TO AMAZON'S MOTION  
FOR AN ORDER: (A) DETERMINING  
THAT THE AUTOMATIC STAY DOES  
NOT REQUIRE AMAZON TO UTILIZE  
DEBTORS' SERVICES, AND (B)  
MODIFYING THE AUTOMATIC STAY**

21 Date: February 25, 2020  
Time: 10:00 a.m.  
22 Dept.: 1375  
United States Bankruptcy Court  
Edward Roybal Federal Building  
23 255 E. Temple Street  
Los Angeles, CA 90012

24 The Hon. Julia Brand  
25

26  
27 <sup>1</sup> The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows:  
Scoobeez (6339); Scoobeez Global, Inc. (9779); and Scoobur, LLC (0343). The Debtors' address is 3463 Foothill  
28 Boulevard, Glendale, California 91214.

**DECLARATION OF JENNIFER NASSIRI**

I, Jennifer Nassiri, hereby declare as follows:

1. I am of counsel at the law firm of Quinn Emanuel Urquhart & Sullivan, LLP, attorneys of record for Hillair Capital Management, LLC ("Hillair"). I am a member in good standing of the state bar of California. I make this declaration in support of *Hillair's Supplemental Opposition to Amazon's Motion for an Order: (A) Determining that the Automatic Stay Does Not Require Amazon to Utilize Debtors' Services, and (B) Modifying the Automatic Stay* (the "Supplemental Opposition") filed concurrently herewith. I make this declaration from my own personal knowledge.<sup>2</sup>

2. Attached hereto as Exhibit A is an email I received from Richard Esterkin, counsel for Amazon, dated December 16, 2019.

3. Attached hereto as Exhibit B is a true and correct copy of an email I received from Richard Esterkin, counsel for Amazon, dated February 17, 2020.

4. Attached hereto as Exhibit C is a true and correct copy of excerpts of the transcript of Micah McCabe, dated January 17, 2020.

5. Attached hereto as Exhibit D is a true and correct copy of excerpts of the transcript of James Wilson, in his personal capacity and as Amazon's Rule 30(b)(6) designee, dated January 28, 2020.

6. Attached hereto as Exhibit E is a true and correct copy of excerpts of the transcript of David Ojeda, dated February 13, 2020.

7. Attached hereto as Exhibit F is a true and correct copy of excerpts of the transcript of Carey Richardson, dated February 13, 2020.

8. Attached hereto as Exhibit G is a true and correct copy of a document bearing bates SCOOBEEZ-0001583 through SCOOBEEZ-0001584, marked as Exhibit 12 at the deposition of David Ojeda.

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<sup>2</sup> All capitalized terms not otherwise defined herein have the meaning ascribed to them in the Opposition.

1           9.       Attached hereto as Exhibit H are tables, prepared under my supervision, which  
2 summarize Amazon's scorecards for each of Scoobeez' twelve (12) stations from June 24, 2019  
3 through February 9, 2020.

4           10.      Attached hereto as Exhibit I is a compilation of twenty-four (24) scorecards issued  
5 by Amazon. Exhibit I includes two scorecards – for weeks 42 (October 14-20, 2019) and 51  
6 (December 16-22, 2019) – for each of Scoobeez' twelve (12) stations.

7           11.      Attached hereto as Exhibit J is a true and correct copy of a document bearing bates  
8 HILLAIR00000170 through HILLAIR00000172, marked as Exhibit 17 at the deposition of Scott  
9 Kaufman.

10          12.      Attached hereto as Exhibit K is a true and correct copy of a document bearing bates  
11 HILLAIR00000628 through HILLAIR00000635, marked as Exhibit 18 at the deposition of Scott  
12 Kaufman.

13          13.      Attached hereto as Exhibit L is a true and correct copy of document bearing bates  
14 AMAZON\_H002451 through AMAZON\_H002469, marked as Exhibit 18 at the deposition of  
15 Micah McCabe.

16          14.      Attached hereto as Exhibit M is a true and correct copy of document bearing bates  
17 AMAZON\_E000522 through AMAZON\_E000525, marked as Exhibit 13 at the deposition of  
18 David Ojeda.

19          15.      Attached hereto as Exhibit N is a true and correct copy of a letter, which I received  
20 via email, from Ashley Baxter, counsel for Amazon, dated February 11, 2020.

21          16.      On information and belief, the status of the three actions referred to in the Delaney  
22 Declaration is as follows: (1) *Bennie Hamilton v. Scoobeez, Inc., Amazon Logistics*, Los Angeles  
23 County Superior Court Case No. BC669835 was dismissed prepetition on December 20, 2018; (2)  
24 *Jassim Addal v. Amazon.com, Inc; Scoobeez Inc.*, Los Angeles Superior Court Case No.  
25 BC719783 dismissed Scoobeez post-petition on or about September, 2019, and *Unta Key, et al v.*  
26 *Scoobeez, et al.*, San Diego Superior Court Case No. 37-2017-00018285, consolidated with Case  
27 No. 37-2017-0039527 settled at a mediation on February 6, 2020.

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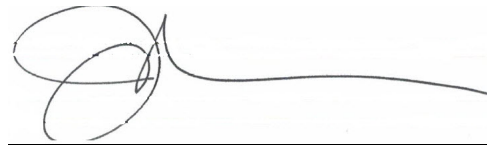
1           17. On January 27, 2020, Shane Moses, an attorney from the law firm of Foley &  
2 Lardner, LLP, counsel to the Debtors in these cases, informed me that the last DSP station  
3 assigned to Scoobeez was the DPS1 in Rosemead, California, in or about October, 2018.

4  
5           I declare under penalty of perjury under the laws of the United States of America that the  
6 foregoing is true and correct.

7           Executed on this 19th day of February 2020, at Los Angeles, California.

8 DATED: February 19, 2020

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A handwritten signature in dark ink, appearing to read 'JENNIFER NASSIRI', is written over a horizontal line. The signature is stylized with a large, loopy initial 'J'.

JENNIFER NASSIRI

**PROOF OF SERVICE**

I am employed in the County of Los Angeles, State of California. I am over the age of eighteen years and not a party to the within action; my business address is 865 South Figueroa Street, 10th Floor, Los Angeles, California 90017-2543.

On February 19, 2020, I served true copies of the following document(s) described as:

**DECLARATION OF JENNIFER NASSIRI IN SUPPORT OF HILLAIR CAPITAL MANAGEMENT'S SUPPLEMENTAL OPPOSITION TO AMAZON'S MOTION FOR RELIEF FROM STAY**

on the parties in this action as follows:

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**BY E-MAIL OR ELECTRONIC TRANSMISSION:** Based on an agreement of the parties to accept service by e-mail or electronic transmission, I caused the document(s) to be sent from the e-mail address jennifernassiri@quinnemanuel.com to persons at the e-mail addresses listed in the Service List. I did not receive, within a reasonable time after the transmission, any electronic message or other indication that the transmission was unsuccessful.

1 I declare under penalty of perjury under the laws of the State of California that the  
2 foregoing is true and correct.

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4 Executed on February 19, 2020, at Los Angeles, California.

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6 */s/ Jennifer Nassiri*

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8 Jennifer Nassiri  
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